

1-134A052

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
CHARLES T. KAPPLER
JOHN H. DOYLE*
JAMES C. MARTIN, JR.*

* ALSO ADMITTED IN NEW YORK
* ALSO ADMITTED IN MARYLAND

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May 14, 1991

14470-C
MAY 14 1991 - 2:00 PM

INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two original fully executed and acknowledged copies of a Bill of Sale dated May 7, 1991, a secondary document as defined the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The enclosed document relates to the Conditional Sale Agreement dated as of October 1, 1984 between ACF Industries, Incorporated and Mercantile-Safe Deposit and Trust Company, as Agent (Recordation Number 14470, recorded on November 13, 1984); Appointment and Assignment dated as of March 18, 1985 between Mercantile-Safe Deposit and Trust Company, Agent-Assignor and Bankers Trust Company (Recordation Number 14470-A, recorded on May 1, 1985); and Supplemental Conditional Sale Agreement dated October 1, 1984 between Bankers Trust Company, Agent, and ACF Industries, Incorporated (Recordation Number 14470-B, recorded on May 14, 1991).

The name and address of the party executing the enclosed document are:

Bankers Trust Company, Agent
Four Albany Street
New York, New York 10015

A description of the railroad equipment covered by the enclosed document is set forth in Schedule "B" attached hereto and made a part hereof.

CT. Kappler
C. Strickland

Mr. Sidney L. Strickland
May 14, 1991
Page Two

Also enclosed is a check in the amount of \$15 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return a stamped copy of the enclosed document to the undersigned.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Bill of Sale dated May 7, 1991 executed by Bankers Trust Company, Agent releasing 17 railcars bearing ACFX reporting marks and road numbers.

Very truly yours,


Charles T. Kappler

CTK/bg
Enclosures

EXHIBIT "B"

Description of Released Equipment

<u>QUANTITY</u>	<u>AAR DESIGNATION</u>	<u>INITIALLED ACFX & NUMBERED</u>	<u>VALUE</u>
1	C113	27908	27,819
1	C113	27920	30,391
1	C113	27953	33,092
1	C113	27998	33,092
1	C113	28000	27,820
1	C313	28059	27,948
1	C313	28070	27,948
1	C313	28085	27,948
1	C313	28098	31,292
1	C614	59782	51,605
1	T104	75746	35,522
1	T104	75919	37,179
1	T104	75950	31,943
1	T104	76169	34,894
1	T104	76179	31,270
1	T104	76425	32,573
<u>1</u>	T104	76430	<u>35,362</u>
17			\$ 557,698

144700
RECORDED NO. FILED 1448

BILL OF SALE

MAY 14 1991 -2 30 PM

INTERSTATE COMMERCE COMMISSION

Banker's Trust Company, as Trustee (hereinafter called the "Trustee") under the Conditional Sale Agreement dated October 1, 1984, between the Trustee and ACF Industries, Incorporated, a New Jersey corporation (hereinafter called the "Company"), in consideration of the sum of One Dollar and other good and valuable consideration paid by the Company, receipt whereof is hereby acknowledged, does hereby grant, bargain, sell, transfer and set over unto the Company and its successors and assigns, the units of railroad equipment described in Exhibit "B" attached hereto and hereby made a part hereof, to have and to hold all and singular such units to the Company and such successors and assigns for its and their own use and behoof forever.

This Bill of Sale is made without recourse to the Trustee for any reason whatsoever and without representaiton of warranty of any kind by the Trustee.

IN WITNESS WHEREOF, the Trustee has caused this instrument to be duly executed in its name this 7th day of MAY, 1991.

BANKER'S TRUST COMPANY, Agent

By Carl H. [Signature]

VICE PRESIDENT

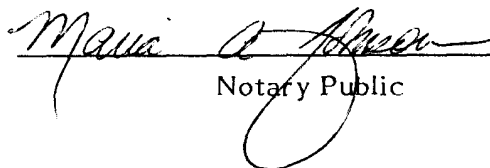
(SEAL)

Attest:

John J. [Signature]

STATE OF)
) ss:
COUNTY OF)

On this 7th day of MAY 1991, before me personally appeared
CARL H. NASIB, to me personally known, who, being by me
duly sworn, says that he is VICE PRESIDENT of BANKER'S TRUST
COMPANY, that one of the seals affixed to the foregoing instrument is the
corporate seal of said bank, that said instrument was signed and sealed on behalf of
said bank by authority of its Board of Directors and he acknowledges that the
execution of the foregoing instrument was the free act and deed of said bank.


Notary Public

My commission expires:

MARIA A. JOHNSON
NOTARY PUBLIC, State of New York
No. 4851727
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires February 3, 1992

EXHIBIT "B"

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